

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

DSI DISTRIBUTING, INC., d/b/a
DSI SYSTEMS, INC., a Corporation,

Plaintiff,

vs.

MARK H. WINCHESTER,

Defendant.

Case No. 4:06-CV-01547 RWS

CONSENT JUDGMENT, INJUNCTION AND ORDER

Plaintiff DSI Distributing, Inc., d/b/a DSI Systems, Inc. ("DSI"), by and through its undersigned attorneys, and Defendant Mark H. Winchester ("Winchester"), by and through his undersigned attorneys, have agreed to the Court entering a Consent Judgment, Injunction and Order ("Consent Judgment" or "Injunction"), to resolve all Counts against Defendant Winchester. Consequently, the Court enters the following Judgment:

1. **IT IS HEREBY ORDERED** that, except as expressly provided herein, Defendant Mark H. Winchester be and is hereby enjoined until October 31, 2007, from directly or indirectly contacting, soliciting, or doing business with his former DSI customers named on the list attached to the Temporary Restraining Order entered on November 3, 2006, which list is attached hereto and incorporated herein as Exhibit 1. However, Winchester may sell Direct TV receivers, and only Direct TV receivers, to those fourteen (14) dealers listed on Exhibit 2, which is attached hereto and incorporated herein, which dealers have been assigned by Direct TV to Perfect 10.

In consideration of the waiver by DSI of any claim herein for monetary damages arising out of the alleged violation by Winchester of the non-compete provisions of his Employment Agreement prior to the entry of this Consent Judgment, as well as DSI's permission to Winchester to sell only Direct TV receivers to the 14 Perfect 10 Direct TV dealers listed on Exhibit 2 hereto during the period of this Injunction, and without limiting any other remedies available to DSI for violation of this Consent Judgment, Winchester hereby further consents and **IT IS THEREFORE FURTHER ORDERED** that in the event a determination is made by this Court that Mark H. Winchester has violated the terms of this Injunction in any way at any time from the date of this Injunction until October 31, 2007, then, the term of this Injunction shall be extended for a period of an additional six (6) months until April 30, 2008. In addition, DSI may seek contempt sanctions from this Court to enforce the Injunction.

2. **IT IS FURTHER ORDERED** that Defendant Mark H. Winchester shall return all DSI documents which are in Winchester's control to DSI and shall not use said documents for the benefit of or transfer said documents to any other person.

3. **IT IS FURTHER ORDERED** that Defendant Mark H. Winchester be and is hereby permanently enjoined from divulging or using any of DSI's Confidential Information, including its customer lists, pricing schedules, business strategy, contracts, documents and files, computer programs and passwords acquired by virtue of his employment with DSI.

4. **IT IS HEREBY FURTHER ORDERED** that Plaintiff be and is hereby discharged on the cash bond deposited into the registry of this Court by Plaintiff's attorney in the form of Plaintiff's official check payable to the Clerk of this Circuit Court, in the amount of Three Thousand Dollars (\$3,000.00) on November 3, 2006, and that said funds, namely Three

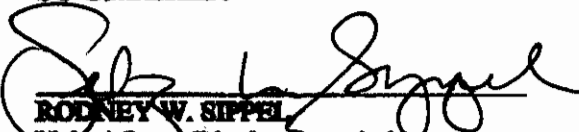
Thousand Dollars (\$3,000.00) are to be refunded by the Clerk of the Court to Plaintiff DSI Distributing, Inc. or to its attorneys, Blumenfeld, Kaplan & Sandweiss, P.C., on behalf of Plaintiff.

The Judgment and Injunctions (Orders) entered above are and shall be binding upon the parties to this action, their officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of the Orders.

5. IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Judgment be and is hereby entered in favor of Plaintiff DSI Distributing, Inc., d/b/a DSI Systems, Inc., and against Defendant Mark H. Winchester in the amount of One Thousand Five Hundred Dollars (\$1,500.00) as and for attorneys' fees and litigation expenses. It is hereby further the Judgment of this Court that each party shall bear its or his own costs.

JUDGMENT ENTERED as set forth above this 20th day of November, 2006.

SO ORDERED:


RODNEY W. SIPPEL
United States District Court Judge
Eastern District of Missouri

AGREED AND ACKNOWLEDGED:

DSI DISTRIBUTING, INC., d/b/a
DSI SYSTEMS, INC.


CEO


Mark H. Winchester


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APPROVED AS TO FORM:

BLUMENFELD, KAPLAN & SANDWEISS,
P.C.

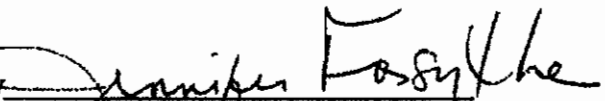
KOHN, SHANDS, ELBERT, GIANOULAK
& GILJUM, LLP

By


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*ATTORNEYS FOR DSI DISTRIBUTING,
INC., d/b/a/ DSI SYSTEMS, INC.*

By


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*ATTORNEYS FOR DEFENDANT
MARK H. WINCHESTER*

| MARK WINCHESTER FAVORITE APPLIANCE SALES | Customer # | Customer Name | Address 1 | City | State | Zip | Phone 1 |
|--|------------|-----------------------------------|--------------------------------|----------------|-------|-----------|--------------------------|
| Mediacheater | 320066 | 7 CEDARS ENTERPRISES | 18428 HWY 19 | STEELEVILLE | MO | 63065 | (618) 743-8158 |
| Mediacheater | 321022 | A-1 SATELLITE OF CANADA | 306 COOPER DR. | CAHOKA | IL | 62206 | (618) 337-7874 |
| Mediacheater | 320069 | ADVANCED CABLE ALTERNATIVES | 16397 REDEMPTION | CARLISLE | IL | 62228 | (217) 864-9700 |
| Mediacheater | 320044 | ADVANCED CABLE | | | | | |
| Mediacheater | 321047 | ADVANCED TV | 6411-D GOODFREY | GOODFREY | IL | 62235 | (618) 469-0833 |
| Mediacheater | 322597 | AIR LINK COMMUNICATION | 80 MEYERSC VALLEY PLAZA | VALLEY PARK | MO | 63068 | (636) 225-2828 Ext. 0000 |
| Mediacheater | 321682 | ALL DAY | | | | | |
| Mediacheater | 321635 | AMERICAN BURGULARY & FIRE | | | | | |
| Mediacheater | 321026 | AMERICAN SUPERSTORIES | | | | | |
| Mediacheater | 320204 | ARMADILLO AUDIO, INC. (320) | 4801 BROADWAY | QUINCY | IL | 62305 | (217) 222-0668 Ext. 0000 |
| Mediacheater | 321418 | AUDIO VIDEO CONCEPTS INC. (320) | 204 & MAIN STREET | COLUMBIA | IL | 62236 | (618) 281-1184 Ext. 0000 |
| Mediacheater | 321048 | B & B SATELLITE & VIDEO | 501 LEWIS FERRY RD. | ST. LOUIS | MO | 63125 | (314) 631-7711 |
| Mediacheater | 321000 | BARRY'S TV | P.O. BOX 861 | VAN BUREN | MO | 63066 | (618) 323-5455 |
| Mediacheater | 321768 | CABLE DIRECT TV (320) | | | | | |
| Mediacheater | 322629 | CELLULAR SAT. WESTERN AUTO | 1000 BUS. HWY 61 SOUTH | BOWLING GREEN | MO | 63334 | (618) 324-3722 |
| Mediacheater | 322439 | COMPLETE COMMUNICATION | 2891 NORTH ELFINOIS | SWANSEA | IL | 62226 | (618) 239-0446 |
| Mediacheater | 2002006 | COMPUTING MADE EASY (320) | 225 BUCHANAN | CAKIVAGE | IL | 62321 | (217) 337-3731 Ext. 0000 |
| Mediacheater | 2002282 | CONRAD'S BATTERY SALES (320) | 115 A POPLAR DRIVE | JACKSON | MO | 63765 | (618) 243-2470 Ext. 0000 |
| Mediacheater | 2001610 | COUNTY TIRE (320) | 16100 OAK GROVE SCHOOL ROAD | STURGEON | MO | 62284 | (618) 443-4668 Ext. 0000 |
| Mediacheater | 320082 | CREDIT FINANCIAL GROUP INC. | 141 CHESTERFIELD BUSINESS PKWA | CHESTERFIELD | MO | 63005 | (636) 539-5344 |
| Mediacheater | 322770 | CROWN ELECTRONICS | 128 NORTH STREET | QUINCY | IL | 62301 | (217) 223-3474 Ext. 0000 |
| Mediacheater | 320047 | CRYSTAL ELECTRONICS | 410 N. MAIN | QUINCY | IL | 62301 | (217) 223-3474 Ext. 0000 |
| Mediacheater | 2001916 | CUSTOMER CHOICE LLC (320) | 1344 FOWERS COURT DRIVE | ST. LOUIS | MO | 63131 | (314) 821-6965 Ext. 0000 |
| Mediacheater | 321679 | DART'S SATELLITE PLUS | 8. 326 CHESTNUT | ROCKFORD | IL | 62304 | (618) 254-3474 |
| Mediacheater | 2002269 | DECON COMPUTER CORP. (320) | 2002 W. 14TH STREET | SEALIA | MO | 63001 | (636) 539-3300 Ext. 0000 |
| Mediacheater | 2002096 | DIGITAL BEST (320) | 671 TRACKER ROAD | SEALIA | MO | 63001 | (618) 223-3474 Ext. 0000 |
| Mediacheater | 2002291 | DIGITAL NETWORK SYSTEMS LLC (320) | 2412 W. 14TH STREET | SEALIA | MO | 63001 | (618) 223-3474 Ext. 0000 |
| Mediacheater | 200110 | DISH ON DEMAND INC. | 2412 W. 14TH STREET | SEALIA | MO | 63001 | (618) 223-3474 Ext. 0000 |
| Mediacheater | 2001182 | D-STAR COMMUNICATIONS LLC (320) | 915 DANNY LAKE | CAPE GIRARDEAU | MO | 63701 | (618) 338-0747 Ext. 0000 |
| Mediacheater | 200769 | D-STAR COMMUNICATIONS LLC (320) | 143 E. JACKSON | SPALTON | MO | 63068 | (636) 392-6785 Ext. 0000 |
| Mediacheater | 200112 | ELECTRONIC EXPRESS | | VIENNA | IL | 62250 | (217) 787-7181 Ext. 0000 |
| Mediacheater | 200083 | EMERSON HOME SYSTEM | | | | | |
| Mediacheater | 321054 | ENHANCED HOME SYSTEM | 17813 EDISON AVE STE 103 | CHESTERFIELD | MO | 63003-128 | (636) 728-0620 |
| Mediacheater | 200744 | EZ CABLE SYSTEMS, INC (320) | 588 SOUTH MAIN | ST. CLAIR | MO | 63077 | (636) 629-4970 |
| Mediacheater | 321183 | ENTERTAINER | | | | | |
| Mediacheater | 321735 | FERRISON TV | 3720 W. TRUMAN | JEFFERSON CITY | MO | 65109 | (573) 633-5006 |
| Mediacheater | 321039 | FRANK'S SATELLITE | 145 NORTH MAIN | CASEVILLE | IL | 62232 | (618) 348-0077 |
| Mediacheater | 2001113 | FREY COMMUNICATIONS INC (320) | P.O. BOX 27068 | ST. LOUIS | MO | 63126 | (314) 849-0621 Ext. 0000 |
| Mediacheater | 321456 | FUTURE HOME COMMUNICATION | 372 FETUS CENTRE DRIVE | PESTUS | MO | 63028 | (636) 831-4411 Ext. 0000 |
| Mediacheater | 320073 | GEP ENTERPRISE LLC | 1008 HARTINGTON DRIVE | IRONY | MO | 63379 | (636) 462-1803 |
| Mediacheater | 2001967 | GOLD STAR SECURITY & MORE (320) | 208 HWY 40 | ROSELUD | MO | 63081 | (573) 754-2369 |
| Mediacheater | 322805 | HEATLAND SATELLITE | 5151 HIGHWAY 24 | OSAGE BEACH | MO | 63065 | (573) 302-4847 Ext. 0000 |
| Mediacheater | 322462 | HEIL SOUND | | | | | |
| Mediacheater | 2001504 | HELLBONDIH (320) | 5000 NORTH ILLINOIS | FAIRVIEW HTGS. | IL | 62208 | (618) 267-3000 |
| Mediacheater | 2001814 | HEINCOO TECHNOLOGIES INC. (320) | 974 SOUTH ST. LOUIS | SPARTA | IL | 62286 | (618) 243-5800 Ext. 0000 |
| Mediacheater | 320143 | HOMESTEAD DISTRIBUTING CO. | 551 E. VANDER BLVD. | FARMINGTON | MO | 63640 | (618) 758-6655 Ext. 0000 |
| Mediacheater | 2001639 | HULL & ASSOCIATES | 130 SOUTH MAIN | SKELTON | MO | 63071 | (618) 471-4666 |
| Mediacheater | | | 1013 SUGAR HOLLOW ROAD | JACKSONVILLE | IL | 62350 | (217) 245-4971 Ext. 0000 |

EXHIBIT 1

| | | | | | | | | |
|-------------|---------|---------------------------------|-------------------------|----------------|----|-------|----------------|-----------|
| MailChester | 2000885 | JK INSTALLS (320) | 805 W. SOUTH AVE | GREENVILLE | IL | 62248 | (618) 694-4941 | Ext. 0000 |
| MailChester | 222060 | JOE'S SATELLITE SALES & SERVICE | 9 MAPLE CT | PREDERICKTOWN | MO | 63645 | (618) 788-6412 | Ext. 0000 |
| MailChester | 222065 | JOHNSON CONSULTING CO | 121 NORTH HILL | STEELEVILLE | MO | 63665 | (618) 778-3208 | |
| MailChester | 222068 | KALSER ELECTRONICS INC. | 316 S. DRISCOLL | MOULTON | IL | 61880 | (618) 268-7117 | |
| MailChester | 222074 | KWIKNET LTD (320) | 138 STANTON PLACE | HOLLISTER | MO | 62072 | (617) 283-2173 | Ext. 0000 |
| MailChester | 222078 | LEAVEN COM | 138 STANTON PLACE | STANTONVILLE | IL | 62072 | (618) 410-5111 | Ext. 0000 |
| MailChester | 222080 | MO-SAT-TELL SATELLITE | 3047 BARTOLDS | ST. LOUIS | MO | 63143 | (614) 701-4000 | |
| MailChester | 222082 | MO-SAT-TELL SATELLITE | 110 S. 11TH STREET | CLUNY | IL | 62201 | (217) 223-8558 | |
| MailChester | 222085 | MOBILE SATELLITE OF ILLA (320) | 1867 CHARLESTON RD. | ST. CHARLES | MO | 63303 | (636) 916-0119 | Ext. 0000 |
| MailChester | 222087 | NATION LINK SYSTEMS | 1826 LAMARCA | CAPE GIRARDEAU | MO | 63701 | (636) 834-3400 | |
| MailChester | 222088 | NETWORK COMMUNICATIONS | | | | | | |
| MailChester | 222111 | ORBITAL DATA NET INC. | | | | | | |
| MailChester | 222089 | PRE-VESS (320) | | | | | | |
| MailChester | 222090 | PRO COM | P.O. BOX 112 | WRIGHT CITY | MO | 63380 | (614) 745-6181 | |
| MailChester | 222097 | OC SATELLITE (320) | 408 E. PEASE STREET | JEFFERSONVILLE | IL | 62202 | (618) 480-9955 | Ext. 0000 |
| MailChester | 221080 | PLM | 107 SOUTH DRIVE | DONPHAN | MO | 63305 | (618) 694-0148 | |
| MailChester | 321137 | RE TV & ELECTRONICS KEY | 1402 W. 6TH STREET | WASHINGTON | MO | 63300 | (636) 286-3303 | Ext. 0000 |
| MailChester | 321138 | SAT AND MORE | 1184 S. MAIN STREET | SALEM | MO | 65560 | (618) 729-8222 | |
| MailChester | 321139 | SAT AND MORE | 1019 EAST DAYTON | WARREN | IL | 63356 | (618) 697-8582 | Ext. 0000 |
| MailChester | 321140 | SAT SPORT CONNECTION INC | 1317 CEDAR CREEK RD. | CHESTERFIELD | MO | 63017 | (636) 725-1887 | Ext. 0000 |
| MailChester | 321141 | SAT 878 & SERVICES | 228 CANTRELL AVE | SALEM | IL | 62220 | (618) 277-5811 | |
| MailChester | 321142 | SCREENING ROOM | 1811 CLAYTON ROAD | ST. LOUIS | MO | 63131 | (614) 591-5555 | |
| MailChester | 2001573 | SECURETEL LLC (320) | 108 CLAYTON | OTALLON | MO | 63366 | (636) 240-5577 | Ext. 0000 |
| MailChester | 322055 | ST F SATELLITE | 159 THEATRELAND DRIVE | SETHALTO | IL | 62510 | (618) 577-5276 | |
| MailChester | 2000175 | STRONG SOLUTIONS | | | | | | |
| MailChester | 321146 | STRONG SOLUTIONS | 1408 NORTH JEFFERSON | MEXICO | MO | 65205 | (618) 581-3900 | Ext. 0000 |
| MailChester | 321147 | SOURCE TALK INC SYSTEMS | 619 CALL COURT | NEW BARN | IL | 62285 | (618) 583-4424 | Ext. 0000 |
| MailChester | 322094 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321148 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321149 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321150 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321151 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321152 | STAN SATELLITE LLC | 1801 N. 1ST | ROCKWOOD | MO | 63122 | (614) 874-1100 | |
| MailChester | 321153 | THE SATELLITE STORE | 4228 1/2 HWY 67 | SPRINGFIELD | MO | 65801 | (417) 883-3382 | |
| MailChester | 321154 | THE SATELLITE STORE | 4228 1/2 HWY 67 | SPRINGFIELD | MO | 65801 | (417) 883-3382 | |
| MailChester | 321155 | THE SATELLITE STORE | 4228 1/2 HWY 67 | SPRINGFIELD | MO | 65801 | (417) 883-3382 | |
| MailChester | 2000161 | TK ELECTRONICS LLC (320) | 1861 CLAYSON ROAD | CHESTERFIELD | MO | 63017 | (636) 491-1103 | |
| MailChester | 2000436 | TUCKER SATELLITE SERVICES (320) | | | | | | |
| MailChester | 320146 | WILLIS ELECTRONICS | 13146 HWY E | ELDRIDGE | MO | 65403 | (417) 428-8841 | Ext. 0000 |
| MailChester | 2007658 | WISPER ISP INC. (320) | 617 ALPINE AVE | WENTZVILLE | MO | 63395 | (636) 332-5497 | |
| MailChester | 2005008 | WORDNET COMMUNICATIONS | | | | | | |
| MailChester | 200076 | WORLD WIDE WIRELESS INC. | 412 WILLOW CREEK DRIVE | FARMINGTON | MO | 63640 | (618) 765-4767 | |
| MailChester | 2001020 | ZIGGY'S SATELLITE (320) | 280-B RANGE LINE STREET | COLUMBIA | MO | 65202 | (618) 443-4578 | Ext. 0000 |

| MARK WINCHESTER FAVORITE 45 ACCOUNTS | | | | | | |
|--------------------------------------|------------|----------------------------------|-------------------------|----------------|-------|--------------------------|
| SALES | Customer # | Customer Name | Address 1 | City | State | Phone 1 |
| Mwinchester | 2004086 | ADVANCED DIGITAL | | | | |
| Mwinchester | 322357 | AIRLINK COMMUNICATION | 80 MERAMEC VALLEY PLAZA | VALLEY PARK | MO | (636) 225-2828 Ext. 0000 |
| Mwinchester | 321000 | BARRY'S TV | P.O. BOX 861 | VAN BUREN | MO | (573) 323-8455 |
| Mwinchester | 322629 | CELLULAR SAT. WESTERN AUTO | 1000 BUS. HWY 61 SOUTH | BOWLING GREEN | MO | (573) 324-3722 |
| Mwinchester | 2003209 | DIGICOM COMPUTER CTR. (320) | 2002 W. 14TH STREET | SEDALIA | MO | (660) 829-3300 Ext. 0000 |
| Mwinchester | 2002008 | DIGITAL DISH (320) | 551 TRACKER ROAD | NIXA | MO | (417) 726-5400 Ext. 0000 |
| Mwinchester | 2001152 | D-STAR COMMUNICATIONS, LLC (320) | 183 E. JACKSON | VIRGEN | IL | (217) 787-7181 Ext. 0000 |
| Mwinchester | 2006744 | EZ CARE SYSTEMS, INC. (320) | | | | |
| Mwinchester | 321153 | ENTERTAINER | 3720 W. TRUMAN | JEFFERSON CITY | MO | (573) 893-5006 |
| Mwinchester | 2001113 | FREY COMMUNICATIONS INC (320) | 372 FESTUS CENTRE DRIVE | FESTUS | MO | (636) 931-4411 Ext. 0000 |
| Mwinchester | 2001967 | GOLD STAR SECURITY & MORE (320) | 5151 HIGHWAY 54 | OSAGE BEACH | MO | (573) 302-4847 Ext. 0000 |
| Mwinchester | 322669 | SAT SPORT CONNECTION INC | 1217 CEDAR CREEK RD. | CHESTERFIELD | MO | (636) 728-1687 Ext. 0000 |
| Mwinchester | 2006151 | TK ELECTRONICS LLC (320) | | | | |
| Mwinchester | 320145 | WILMES ELECTRONICS | 617 AUREA AVE | WENTZVILLE | MO | (636) 332-6497 |

EXHIBIT 2

DSI CUSTOMERS TO WHOM MARK H. WINCHESTER
MAY SELL ONLY DIRECT TV RECEIVERS